

RECORDATION NO. 23119-C FILED

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SEP 26 '00

5-11 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 25, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement Nos. C1 and C2 (EL-MO III TRUST C), dated as of September 27, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which was duly filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: First Security Bank, N.A.  
79 Main Street  
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed documents is:

Eight (8) SD90MAC Diesel Electric Locomotives: UP 8535 – UP 8542 inclusive.

Mr. Vernon A. Williams  
September 25, 2000  
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A short summary of the railroad equipment covered by the enclosed document is:

Memorandum of Indenture Supplement Nos. C1 and C2 (EL-MO III TRUST C), dated as of September 27, 2000, First Security Bank, N.A., Indenture Trustee, and Wilmington Trust Company, Owner Trustee, covering eight (8) SD90MAC Diesel Electric Locomotives: UP 8535 – UP 8542 inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg  
Enclosures

SEP 26 '00

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EL-Mo III TRUST C

SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF INDENTURE SUPPLEMENT NOS. C1 and C2

Memorandum of Indenture Supplement Nos. C1 and C2 made and entered into on September 27, 2000 by and between First Security Bank, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

## WITNESSETH

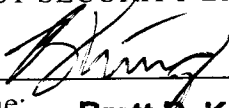
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated September 27, 2000, by which the Owner Trustee has granted a security interest in certain locomotives to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

2. A Memorandum of said Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into those certain Indenture Supplement Nos. C1 and C2 each dated September 27, 2000, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.

By   
Name: **Brett R. King**  
Title: **Vice President**

Executed on this \_\_\_\_ day of September  
2000.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

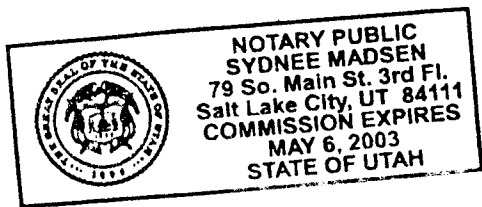
By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September  
2000.

STATE OF UTAH )  
 )  
COUNTY OF Salt Lake ) SS:

On this, the \_\_\_\_ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of First Security Bank, N.A., that said instrument was signed on September \_\_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sydnee Madsen  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF DELAWARE )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this, the \_\_\_\_ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on September \_\_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of September 2000.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
owner trustee

By \_\_\_\_\_

Name:

**PATRICIA A. EVANS**

Title:

**Senior Financial Services Officer**

Executed on this \_\_\_\_ day of September 2000.

STATE OF UTAH )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of September, 2000, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of First Security Bank, N.A., that said instrument was signed on September \_\_\_\_, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF DELAWARE )  
 ) SS:  
COUNTY OF New Castle )

On this, the 22<sup>nd</sup> day of September, 2000, before, a Notary Public in and for said County and State, personally appeared PATRICIA A. EVANS, who being by me duly sworn, says that (s)he is the Senior Financial Services Officer of Wilmington Trust Company, that said instrument was signed on September 22<sup>nd</sup>, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janel R. Havrilla  
Name: JANEL R. HAVRILLA  
Notary Public  
NOTARY PUBLIC-DELAWARE  
My Commission Expires: February 2, 2004  
Residing in Wilmington DE

Exhibit A

Units subject to Indenture Supplement No. C1

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	2	8535 8536

Units subject to Indenture Supplement No. C2

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	6	8537 8538 8539 8540 8541 8542